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October 29, 2012

VIA ELECTRONIC MAIL:

melodia.craig@epa.gov

kristin.hess@wisconsin.gov

Craig Melodia, Esq.
USEPA - Region 5
77 West Jackson Boulevard (C-29A)
Chicago, IL 60604-3590

Ms. Kristin Hess
Wisconsin Department of Natural Resources
101 S. Webster St.
P.O. Box 7921
Madison, WI 53707-7921

Re: Consent Decree between the United States, et al., and Northern States Power Company
regarding the Ashland/Northern States Power Lakefront Superfund Site,
Civil Action No. 12-cv-00565-bbc

Dear Mr. Melodia and Ms. Hess:

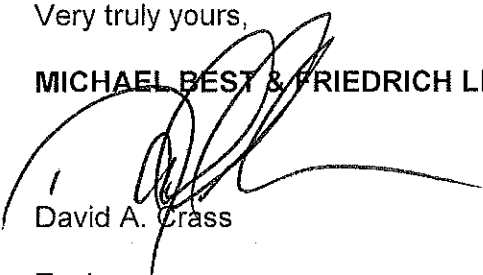
Pursuant to Paragraph 9(a) of the above-captioned Consent Decree (CD) and on behalf of Northern States Power Company, a Wisconsin corporation (Settling Defendant), enclosed is a proposed Notice of Consent Decree. The Notice contains the web address for the WDNR Database specified in the CD. Note that that address does not appear to be functional. The web address <http://dnr.wi.gov/topic/brownfields/botw.html> may be the one the government would want this Notice to reference instead. Please advise.

The Notice will be recorded within ten (10) working days after receiving approval or revision from EPA.

Please contact me should you have any questions.

Very truly yours,

MICHAEL BEST & FRIEDRICH LLP


David A. Crass

Enclosure

cc: Kristen S. Carney, Esq.
Scott K. Hansen
James R. Dunn

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**NOTICE OF
CONSENT DECREE**

Document Number

Document Title

THIS NOTICE OF CONSENT DECREE (this "Notice") is given by Northern States Power Company, a Wisconsin corporation ("NSPW") as of the ____ day of _____, 2012.

RECITALS:

WHEREAS, NSPW is the owner of real property located in the City of Ashland, Ashland County, Wisconsin, more particularly described on Exhibit A attached hereto (the "Property");

Recording Area

Name and Return Address:

David A. Crass, Esq.
Michael Best & Friedrich LLP
One South Pinckney Street
P.O. Box 1806
Madison, WI 53701-1806

PIN:

See attached Exhibit A.

WHEREAS, the Property is included within and is a part of the Ashland/Northern States Power Company Lakefront Superfund Site in Ashland, Wisconsin (the "Site") where releases of hazardous substances have occurred. The Site consists of approximately 40 acres of land and lakebed sediments along the shore of Lake Superior's Chequamegon Bay;

WHEREAS, on August 8, 2012, a Consent Decree entered into by and between NSPW, the United States of America, the State of Wisconsin and the Bad River and Red Cliff Bands of the Lake Superior Tribe of Chippewa Indians was lodged in United States District Court for the Western District of Wisconsin in connection with Civil Action No. 12-cv-00565-bbc, and the Court entered the Consent Decree on October 18, 2012. The Consent Decree provides for NSPW's performance of the cleanup required by the United State Environmental Protection Agency ("EPA") for the on-land portion of the Site known as the Phase I Project Area and as defined in the Consent Decree;

WHEREAS, pursuant to the Consent Decree, NSPW is required to record a notice of Consent Decree with the Ashland County Wisconsin Register of Deeds.

NOW THEREFORE, NSPW hereby provides notice to all successors-in-title of the following:

1. The Property described on Exhibit A is part of the Site.
2. EPA has selected a cleanup remedy for the Site described in the Record of Decision executed on September 30, 2010, and NSPW has entered into the Consent Decree for the implementation of the remedy for the Phase I Project Area, as defined herein.

EXHIBIT A
LEGAL DESCRIPTION

Parcel 1

Lots 1, 2 and 3, Block 64, Ellis Division, City of Ashland, Ashland County, Wisconsin.

PIN: 201-01271-0000

Parcel 2

Lots 4 and 5, Block 64, Ellis Division, City of Ashland, Ashland County, Wisconsin.

PIN: 201-01274-0000

Parcel 3

Lots 8 thru 24, Block 64, Ellis Division, City of Ashland, Ashland County, Wisconsin.

PIN: 201-01280-0000

Parcel 4

Lots 1 thru 17, Block 33, Ellis Division, City of Ashland, Ashland County, Wisconsin.

PIN: 201-01015-0000